

TORONTO STOCK EXCHANGE

FILING STATEMENT No. 716.
FILED, MARCH 29th. 1962.

REALM MINING CORPORATION LIMITED

Full corporate name of Company

Incorporated under the Companies Act, Province of Manitoba
by Letters Patent dated June 11th, 1942.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 613.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting and Option on 1,000,000 shares of the Capital Stock of the Company. Company purchased oil & gas leases totalling 3,105 acres, situated in the Townships of Bienheim, Trafalgar, Esquesing and Chinguacousy in the Province of Ontario.
2. Head office address and any other office address.	Head office - Ste. 707 Childs Bldg., Winnipeg, Manitoba. Executive office - Ste. 803, Royal Bank Building, Toronto 1, Ont.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President & Dir. - Ojars Biskaps, 55 Broadway Ave., Apt. 210, Toronto, Ont. Vice-Pres. & Dir. - Howard Warner, 28 Lissom Cres., Toronto, Ontario. Sec.-Tres. & Dir. - Henry M. Finkle, Q.C., 7 Newgate Road, Toronto, Ontario. Director - George M. Duncan, North Drive, R.R.#1, Weston, Ontario.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 5,000,000 shares N.P.V. Issued - 2,250,325 shares N.P.V.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By agreement dated March 12th, 1962, subject to acceptance for filing by the Toronto Stock Exchange, Hevenor & Company, on behalf of a client, has agreed to firmly purchase 200,000 treasury shares at 12 1/2 ¢ per share, payable forthwith. In consideration of the foregoing purchase the following options have been granted to Hevenor & Company: 4 blocks of 200,000 shares each, at the respective prices of 15¢, 20¢, 25¢ and 30¢, exercisable within periods of 3, 6, 9 and 12 months following payment of the underwritten shares.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Hevenor & Company in entering into the agreement referred to in item 6, has acted for its client, Realm Investments Limited, an Ontario company with head office at 8 King Street, East, Toronto; J.S. Williams, 74 Inglewood Dr., Toronto, is the only person having more than 5% interest in the said company.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Nil
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The proceeds from the sale of these treasury shares will be used for drilling on the Company's oil and gas leases described in item #1; The Company proposes to spend a minimum of \$30,000 on the drilling of two wells, one in the Gobels Field and the other in the Hornby Field and if results are successful it is possible that a much larger amount will be spent. The Company further proposes to conduct further investigation on its property in Joutel Township, in North-Western Quebec. The Company is actively searching for other properties of merit.

APR 18 1962

RECEIVED BY THE REGISTRAR OF THE TORONTO STOCK EXCHANGE

FINANCIAL STATEMENTS

REALM MINING CORPORATION LIMITED
(No Personal Liability)
Incorporated under the laws of Manitoba

BALANCE SHEET

December 31, 1961

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- ASSETS -

<u>Current assets:</u>	
Cash.	24,173.53
Account receivable.	300.00
Investment in and advances to White Falcon Mines Limited:	
Shares to be issued (note 1).	30,342.70
Advances.	830.00
<u>Fixed assets:</u>	
Mining claims and leases, at the consideration given therefor, consisting of 389,455 shares of capital stock as presently constituted valued at \$381,597.41 and \$30,840.17 cash.	412,437.58
Oil and gas leases, at cost	9,380.00
Office furniture and equipment, at cost	2,680.90
<u>Preproduction expenditures.</u>	<u>839,209.37</u>

- LIABILITIES -

<u>Current liabilities:</u>	
Accounts payable and accrued expenses	24,473.53
<u>Shareholders' equity:</u>	
Capital stock:	
Authorized, 5,000,000 shares of no par value	
Issued, 2,150,325 shares (of which 400,000 shares were issued during the year for \$60,000.00 cash) (note 2)	31,172.70
<u>Less Deficit.</u>	<u>1,716,651.04</u>
	<u>424,647.20</u>

27,350.24

1,292,003.84

\$1,319,354.08

The accompanying notes are an integral part of this statement.

Approved on behalf of the Board

[Signature] Director.

AUDITORS' REPORT

To the Shareholders of
Realm Mining Corporation Limited (No Personal Liability)

We have examined the balance sheet of Realm Mining Corporation Limited (No Personal Liability) as at December 31, 1961 and the statements of deficit and preproduction expenditures for the year ended on that date, and have obtained all the information and explanations we have required. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion, and according to the best of our information and the explanations given to us and as shown by the books of the company, the accompanying balance sheet and related statements of deficit and preproduction expenditures are properly drawn up so as to exhibit a true and correct view of the state of the affairs of the company as at December 31, 1961 and the results of its operations for the year ended on that date, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year. All the transactions of the company that have come within our notice have been within the objects and powers of the company to the best of our information and belief.

Toronto, Canada,
March 8, 1962.

[Signature]
Chartered Accountants

REALM MINING CORPORATION LIMITED
(No Personal Liability)

NOTES TO FINANCIAL STATEMENT

Year ended December 31, 1961

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1. Investment in White Falcon Mines Limited is valued at cost, which consists of the following:

50% interest in 13 claims in the Cobalt Area transferred to White Falcon Mines Limited.	2,000.00
Expenditures on the above claims	<u>28,342.70</u>
	<u>\$30,342.70</u>

Shares are to be issued to the company in consideration of the above expenditures.

2. An additional 100,000 shares of the company's capital stock were sold in February, 1962 for \$20,000.00 cash.

REALM MINING CORPORATION LIMITED
(No Personal Liability)

STATEMENT OF PREPRODUCTION EXPENDITURES

Year ended December 31, 1961

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Balance at beginning of year. 796,162.56

Exploration and development:

Engineers' fees and expenses.	9,559.56	
Geologists' fees.	2,275.00	
Diamond drilling.	8,063.80	
Travelling.	1,125.00	
Telephone, telegraph and postage.	123.50	
Mining fees, licenses and taxes	568.40	
Prospecting	500.00	
Maps and charts	<u>41.85</u>	22,257.11

Head office and administration:

Administrative fee.	6,000.00	
Legal	6,050.00	
Registrar and transfer agent's fees	2,480.49	
Rent.	2,400.00	
Telephone, telegraph and postage.	707.47	
Stenographic services	540.00	
Printing and stationery	545.74	
Travelling.	492.50	
Audit	335.00	
Advertising	221.64	
Directors' fees	250.00	
Government fees	257.50	
Listing	200.00	
Sundry.	<u>309.36</u>	20,789.70

Balance at end of year. \$839,209.37

REALM MINING CORPORATION LIMITED
(No Personal Liability)

SUMMARY OF CHANGES IN FINANCIAL POSITION

Year ended December 31, 1961

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	<u>December 31,</u>		
	<u>1961</u>	<u>1960</u>	<u>Variation</u>
Current assets.	24,473.53	3,853.21	20,620.32
Current liabilities	<u>27,350.24</u>	<u>16,703.11</u>	<u>(10,647.13)</u>
Working capital deficiency.	(2,876.71)	(12,849.90)	9,973.19
Investment and advances	31,172.70	31,172.70	
Fixed assets.	424,498.48	415,018.48	9,480.00
Preproduction expenditures.	<u>839,209.37</u>	<u>796,162.56</u>	<u>43,046.81</u>
Shareholders' equity.	<u>\$1,292,003.84</u>	<u>\$1,229,503.84</u>	<u>\$62,500.00</u>
Represented by:			
Capital stock	1,716,651.04	1,656,651.04	
Less Deficit.	<u>424,647.20</u>	<u>427,147.20</u>	
	<u>\$1,292,003.84</u>	<u>\$1,229,503.84</u>	

The improvement in working capital position, amounting to \$9,973.19 as shown above, is the result of the following factors:

Funds made available:

Proceeds from sale of capital stock	60,000.00
Proceeds from disposal of mining buildings and surface equipment	<u>2,500.00</u>
	62,500.00

Funds applied:

Preproduction expenditures.	43,046.81
Purchase of oil and gas leases.	9,380.00
Purchase of fixed assets.	<u>100.00</u>
	52,526.81

Resulting improvement in working capital position . . . \$9,973.19

REALM MINING CORPORATION LIMITED
(No Personal Liability)

STATEMENT OF DEFICIT

Year ended December 31, 1961

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Deficit at beginning of year.	427,147.20
<u>Deduct</u> Proceeds from disposal of mining buildings and surface equipment	<u>2,500.00</u>
<u>Deficit at end of year.</u>	<u>\$424,647.20</u>

REALM MINING CORPORATION LIMITED

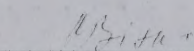
SOURCE AND APPLICATION OF FUNDS

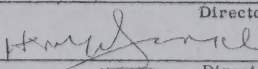
January 1st to February 28, 1962

Cash on hand -	\$ 24,473.53
Receipt from sale of treasury shares 200,000 @ 20¢ -	<u>20,000.00</u>
	\$ 44,473.53

PAID

Acquisition of oil & gas leases -	\$ 12,910.00
Printing -	410.32
Office Supplies -	105.21
Steno services (Sept. to Dec.) -	180.00
I.C. Christopher Ltd. -	2,064.36
Advertising -	221.64
Rent -	400.00
Legal -	6,000.00
Administrative -	<u>6,000.00</u>
Balance -	<u>\$ 15,882.00</u>



 Director


 Director

ENGINEER'S REPORT

Note - The following are excerpts from a report by L.G. Phelan, M.A.Sc., P.Eng., dated December 27th, 1961, on the Company's oil and gas holdings in Blenheim Township, Oxford County, Ont. A complete copy of the report is on file with the Toronto Stock Exchange.

Location, Access, Extent

All holdings are in Blenheim Township, Oxford County, Ontario, four to seven miles north of the Village of Gobles which is on #2 Highway between Paris and Woodstock.

The West Group, totalling 425 acres, comprises part of Lot 22 Concession 9, Lot 23 and part of Lot 23 Concession 8. The East Group, totalling approximately 925 acres, comprises parts of Lots 15, 16 and 18 Concession 6, and all or parts of Lots 13 to 18 inclusive Concession 5.

All of the Realm leases are readily accessible by road.

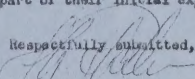
Conclusions and Recommendations

The Realm acreage is underlain by several horizons potentially productive of gas and/or oil. Of these, that considered to have the best possibilities is the Upper Cambrian basal sand.

There is a gas well drilled by Paris Petroleum two miles south of the East Group while a gas well drilled by Midwest Petroleum is located two miles southwest of the West Group. Available drill hole information suggests that the Realm ground is located on or close to the pinch-out of the Eau Claire formation, and it is believed that there is a reasonable possibility of getting production on the Realm leases. Since the ground is on the up-dip side of the structure, gas is to be expected rather than oil.

The southwest corner of Lot 18 Concession 5, in the East Group, is considered to be the best location for a test well. In view of the considerable expense (\$15-\$18,000.) of drilling a well to basement, and the untested and relatively unknown expense between the Paris and Midwest wells cited above, it is suggested that an attempt be made to negotiate a joint well with the neighbouring leaseholders. These are said to be Imperial Oil on the south and British American Oil on the west, though the writer has not checked titles to these holdings. A joint well drilled at or near the common boundaries would be informative and of value to all three companies and would save each a large part of their initial exploration expense.

Toronto, Ontario,
27 December 1961.

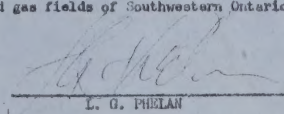
Respectfully submitted,

L. G. PHELAN, M.A.Sc., P.Eng.
Consulting Geologist.

CERTIFICATE OF QUALIFICATION

I, Leo Gerard Phelan, do hereby certify that:

1. I am a practicing consulting geologist with Offices at 80 Richmond Street West, Toronto 1.
2. I am a graduate of the University of Toronto and have been granted the degrees of Bachelor of Applied Science and Master of Applied Science in geology.
3. I am a member of the Association of Professional Engineers of Ontario, a member of the Canadian Institute of Mining and Metallurgy and a fellow of the Geological Association of Canada.
4. I have no interest direct or indirect in the properties or securities of Realm Mining Corporation Limited, nor do I expect to receive any such interest whatsoever.
5. I have not visited the Realm leases, but have visited the Gobles gas and oil fields on numerous occasions in 1960 and 1961. Information in this report is based on these visits to the Gobles field, on publications of the Ontario Department of Energy Resources, Ontario Department of Mines and the Geological Survey of Canada, and on my experience in the oil and gas fields of Southwestern Ontario.

Toronto, Ontario,
December 27, 1961.


L. G. PHELAN

10. Brief statement of company's chief development work during past year.	On the Company's claims in Joutel Township, Quebec, the company: (1) completed a preliminary Geophysical survey, (2) completed an Electromagnetic and Magnetic survey, and (3) drilled 1,077 feet of test holes on the anomaly, intersected sulphides but no commercial grade ore. The company staked 30 claims in the Area Mines district, north of Noranda in Rocquemaure Township, Province of Quebec.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	With reference to Item 1, the Company purchased from Mohawk Petroleum, 3 Iroquois Dr., Brantford, Ontario, 1,340 acres of oil and gas leases for a consideration of \$9,380.00 in the Gobels Field, Ontario, and the Company further purchased from Rumat Petroleum, 154 Caribou Rd., Toronto, 1,765 acres of oil and gas leases in the Hornby Field, Ontario, for the consideration of \$3,530.00.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	H. Rosenblat of 3 Iroquois Dr., Brantford, Ontario, is the only person having more than 5% interest in Mohawk Petroleum, and Michael Russ of 154 Caribou Rd., Toronto, Ontario, is the only person having more than 5% interest in Rumat Petroleum.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	120,000 shares are held in escrow, subject to release on consent of the Toronto Stock Exchange and Directors of the Company.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	The escrowed shares are owned by Realm Investments Limited.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	** Realm Investments Ltd. 8 King St. E., Toronto - 284,000 shs.; Goodwin, Harris & Co. Ltd., 347 Bay St. Toronto - 122,800 " ; Bache & Company, 360 Bay Street, Toronto - 115,890 " ; Jackson, McFadyen Securities Ltd. 11 Adelaide Street West, Toronto - 115,100 " ; Hevenor & Company, 11 Jordan St. Toronto - 110,040 " ; ** Beneficial owner.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	So far as the Company is aware, no person or corporation is in a position to elect a majority of the directors. However, for purposes of shareholder meetings, proxies are solicited by the President & Secretary-Treasurer on behalf of the Board.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Nil
18. Brief statement of any lawsuits pending or in process against company or its properties.	The Company has no knowledge of any lawsuits and no further proceedings have been taken on a Dispute Notice which had been filed against 2 of the Company's 25 claims in Joutel Twp.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Under Assignment of Agreements dated Dec. 28, 1961 and February 12, 1962, the Company purchased from Mohawk Petroleum and Rumat Petroleum, oil and gas leases, totalling 3,105 acres under 24 separate leases.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts, and no shares of the Company are in the course of primary distribution, however, upon the transaction set out in item #1 becoming effective, the shares of the Company will then be in the course of primary distribution to the public.

DATED March 12th, 1962

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"O. Biskaps"

REALM MINING CORPORATION LIMITED
CORPORATE SEAL

"H. M. Finkle"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"M. A. Moysey"

HEVENOR & COMPANY